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8 QUINN EMANUEL URQUHART & SULLIVAN, LLP
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17 Attorneys for Defendants Schwab Investments, Charles Schwab
18 Investment Management, Inc., Marianne Byerwalter, Donald F.
19 Dorward, William A. Hasler, Robert G. Holmes, Gerald B. Smith,
20 Donald R. Stephens, Michael W. Wilsey, Charles R. Schwab,
21 Randall W. Merk, Joseph H. Wender, and John F. Cogan

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13 UNITED STATES DISTRICT COURT
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15 NORTHERN DISTRICT OF CALIFORNIA
16
17 SAN JOSE DIVISION

18 NORTHSTAR FINANCIAL ADVISORS, INC.,
19 on Behalf of Itself and All Others Similarly
20 Situated,

21 Plaintiff,

22 v.

23 SCHWAB INVESTMENTS, and MARIANNE
24 BYERWALTER, DONALD F. DORWARD,
25 WILLIAM A. HASLER, ROBERT G. HOLMES,
GERALD B. SMITH, DONALD R. STEPHENS,
MICHAEL W. WILSEY, CHARLES R.
SCHWAB, RANDALL W. MERK, JOSEPH H.
WENDER, and JOHN F. COGAN as TRUSTEES
OF SCHWAB INVESTMENTS; and CHARLES
SCHWAB INVESTMENT MANAGEMENT,
INC.

26 Defendants.

27 Case No. CV-08-4119 LHK
28 CLASS ACTION

[PROPOSED] ORDER APPROVING
SUBSTITUTION OF COUNSEL

1 Defendants Schwab Investments, Charles Schwab Investment Management, Inc.,
2 Marianne Byerwalter, Donald F. Dorward, William A. Hasler, Robert G. Holmes, Gerald B.
3 Smith, Donald R. Stephens, Michael W. Wilsey, Charles R. Schwab, Randall W. Merk, Joseph H.
4 Wender, and John F. Cogan, hereby substitute Quinn Emanuel Urquhart & Sullivan, LLP, as
5 counsel of record, replacing Morrison & Foerster LLP. Counsel's new address of record is:

6 RICHARD A. SCHIRTZER
7 richardschirtzer@quinnmanuel.com
8 QUINN EMANUEL URQUHART & SULLIVAN, LLP
9 865 South Figueroa Street, 10th Floor
10 Los Angeles, CA 90017-2543
11 Telephone: (213) 443-3000
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15 PATRICK DOOLITTLE
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17 KARIN KRAMER
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19 QUINN EMANUEL URQUHART & SULLIVAN, LLP
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21 San Francisco, CA 94111-4788
22 Telephone: (415) 875-6600
23 Facsimile: (415) 875-6700

24 The substitution of counsel will take effect upon the Court's entry of the proposed order.

25 Dated: December 10, 2010

26 DARRYL P. RAINS
27 EUGENE ILLOVSKY
28 CRAIG D. MARTIN
DOROTHY L. FERNANDEZ
MORRISON & FOERSTER LLP

29 By: /s/ Darryl P. Rains
30 Darryl P. Rains

1 Dated: December 10, 2010

2 RICHARD A. SCHIRTZER
3 JOHN M. POTTER
4 PATRICK DOOLITTLE
5 QUINN EMANUEL URQUHART &
6 SULLIVAN, LLP

7 By: /s/ Patrick Doolittle
8 Patrick Doolittle

9 Defendants hereby agree and consent to this substitution of counsel.

10 Dated: December 10, 2010

11 SCHWAB INVESTMENTS AND CHARLES
12 SCHWAB INVESTMENT MANAGEMENT,
13 INC.

14 By: /s/ Linda Drucker
15 Linda Drucker
16 Associate General Counsel
17 Charles Schwab & Co.

18 Dated: December 10, 2010

19 MARIANNE BYERWALTER

20 By: /s/ Marianne Byerwalter
21 Marianne Byerwalter

22 Dated: December 10, 2010

23 DONALD F. DORWARD

24 By: /s/ Donald F. Dorward
25 Donald F. Dorward

26 Dated: December 10, 2010

27 WILLIAM A. HASLER

28 By: /s/ William A. Hasler
William A. Hasler

Dated: December 10, 2010

ROBERT G. HOLMES

By: /s/ Robert G. Holmes
Robert G. Holmes

1 Dated: December 10, 2010

GERALD B. SMITH

2
3 By: /s/ Gerald B. Smith
Gerald B. Smith

4
5 Dated: December 10, 2010

DONALD R. STEPHENS

6 By: /s/ Donald R. Stephens
7 Donald R. Stephens

8
9 Dated: December 10, 2010

MICHAEL W. WILSEY

10 By: /s/ Michael W. Wilsey
Michael W. Wilsey

11
12 Dated: December 10, 2010

CHARLES R. SCHWAB

13 By: /s/ Charles R. Schwab
14 Charles R. Schwab

15
16 Dated: December 10, 2010

RANDALL W. MERK

17 By: /s/ Randall W. Merk
Randall W. Merk

18
19 Dated: December 10, 2010

JOSEPH H. WENDER

20 By: /s/ Joseph H. Wender
21 Joseph H. Wender

22
23 Dated: December 10, 2010

JOHN F. COGAN

24 By: /s/ John F. Cogan
25 John F. Cogan

1 GOOD CAUSE APPEARING,

2 IT IS HEREBY ORDERED that Quinn Emanuel Urquhart & Sullivan, LLP shall, and
3 hereby is, substituted for Morrison & Foerster LLP as counsel of record for Defendants Schwab
4 Investments, Charles Schwab Investment Management, Inc., Marianne Byerwalter, Donald F.
5 Dorward, William A. Hasler, Robert G. Holmes, Gerald B. Smith, Donald R. Stephens, Michael
6 W. Wilsey, Charles R. Schwab, Randall W. Merk, Joseph H. Wender, and John F. Cogan.

7 Date: December 13, 2010


HONORABLE LUCY H. KOH
U.S. District Court Judge

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